

**RABINOWITZ, LUBETKIN & TULLY, L.L.C.**

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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

In re:

MANALAPAN RETAIL REALTY PARTNERS,  
L.L.C.,

Debtor.

Civil No. 09-

Chapter 11

Case No. 09-15765 (KCF)

JOSEPH SPANO AND MILLHURST, L.L.C.,

Plaintiffs,

v.

RICHARD J. BRUNELLI, R.J. BRUNELLI & CO.,  
INC., WILLIAM A. LENAZ, DANIELLE  
BRUNELLI-ALBRECHT, NICHOLAS J.  
ROMAGNOLI, and JOHN DOES 1-100, presently  
unidentified persons and/or entities,

Defendants,

And

GEORGETTE GATTO (AS EXECUTOR OF THE  
ESTATE OF MICHAEL GATTO), PHILIP  
RIZZUTI, MANALAPAN RETAIL REALTY  
PARTNERS, LLC, and MANALAPAN  
RESTAURANT PARTNERS, LLC

Indispensable Parties as  
Nominal Defendants.

SUPERIOR COURT OF NEW JERSEY  
LAW DIVISION: MONMOUTH COUNTY

Docket No. L-4508-08

Civil Action

**NOTICE OF PETITION FOR REMOVAL**

TO: Clerk

United States District Court, District of New Jersey

Clarkson S. Fisher Building & U.S. Courthouse

402 East State Street

Trenton, NJ 08608

**PLEASE TAKE NOTICE THAT** Manalapan Retail Realty Partners, LLC (the “Debtor”), by and through its attorneys, hereby submits this Notice of Petition For Removal of the proceeding entitled Spano et al. v. Brunelli et al., Docket No. L-4508-08 (the “Removed Proceeding”) currently pending in the Superior Court of New Jersey, Law Division, County of Monmouth. In support of this Notice, the Debtor respectfully represents as follows:

1. Section 1452(a) of Title 28 of the United States Code provides in relevant part that “[a] party may remove any claim or cause of action in a civil action other than a proceeding before the United States Tax Court or a civil action by a governmental unit to enforce such governmental unit's police or regulatory power, to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title.” 28 U.S.C. § 1452(a).

2. Section 1334(b) of Title 28 provides in relevant part that “the district courts shall have original but not exclusive jurisdiction of all civil proceedings arising under title 11, or arising in or related to cases under title 11.” 28 U.S.C. § 1334(b).

3. On March 10, 2009, the Debtor filed a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the District of New Jersey, Trenton Vicinage (the “Bankruptcy Court”) and thereafter continued in the possession of its assets and the management of its business as a debtor-in-possession. No trustee or committee of unsecured creditors has been appointed.

4. Prior to the Debtor’s bankruptcy filing, on or about October 20, 2008, Joseph Spano and Millhurst, LLC (the “Plaintiffs”), commenced the Removed Proceeding seeking, among other things, to judicially dissolve the Debtor and to void the lien arising from the exclusive brokerage agreement between the Debtor and Co-Defendant Brunelli & Co., Inc. Copies of all process and pleadings in the Removed Proceeding are annexed hereto as **Exhibit “A.”**

5. The Removed Proceeding is a core proceeding because issues relating to the potential dissolution of the Debtor are core matters as they concern the administration of the bankruptcy estate (28 U.S.C. §157(b)(2)(A)), the validity of a lien is a core proceeding (28 U.S.C. §157(b)(2)(K)), and claims for breaches of duties owed by the Debtor's members are core proceedings (28 U.S.C. § 157(b)(2)(E)).

6. Hence, the Bankruptcy Court has jurisdiction over the Removed Proceeding under section 1334 of Title 28. As a result, a basis for removal exists under section 1452(a).

7. Insofar as the Removed Proceeding is determined to be merely related to the bankruptcy case, the Debtor consents to entry of final orders or judgment by the Bankruptcy Court.

8. The Debtor expressly reserves its right with respect to all defenses, including but not limited to those based on personal jurisdiction, venue, sufficiency of process and standing.

**RABINOWITZ, LUBETKIN & TULLY, LLC**  
Counsel for Debtor/Debtor in Possession

By: /s/ Jay L. Lubetkin  
JAY L. LUBETKIN

Dated: June 4, 2009